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Attorneys for Carter's Grove, LLC  
Debtor and Debtor in Possession

**UNITED STATES BANKRUPTCY COURT**  
**NORTHERN DISTRICT OF CALIFORNIA**  
**SAN FRANCISCO DIVISION**

In re:

**CARTER'S GROVE, LLC,**  
  
Debtor.

Case No.: 11-30554 (TEC)

Chapter 11

**MOTION TO FILE UNDER SEAL  
CONFIDENTIAL LIST OF MATERIAL  
ASSETS AND OBLIGATIONS OF  
HALSEY M. MINOR AS A PROPOSED  
EXHIBIT TO DEBTOR'S PROPOSED  
DISCLOSURE STATEMENT IN  
SUPPORT OF PLAN OF  
REORGANIZATION**

**Hearing Date**

Date: August 1, 2011

Time: 9:30 A.M.

Place: U.S. Bankruptcy Court  
235 Pine Street, 19<sup>th</sup> Floor  
San Francisco, California

Judge: Honorable Thomas E. Carlson

**HONORABLE THOMAS E. CARLSON,**  
**UNITED STATES BANKRUPTCY JUDGE:**

Carter's Grove, LLC, the debtor and debtor-in-possession in the above-captioned case (the "Debtor"), hereby files this motion (the "Motion"), pursuant to Civil Local Rule 79-5 (applicable to this proceeding pursuant to Bankruptcy Local Rule 1001-2(a)), for authorization to file under seal

1 the list of material assets and obligations of Halsey M. Minor (the “Minor Material  
2 Assets/Obligations”).

### 3 **Jurisdiction**

4 This Court has jurisdiction over this Motion under 28 U.S.C. §§ 157 and 1334. This matter  
5 is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). The venue for this proceeding  
6 and the Motion is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

### 7 **Relief Requested**

8 By this Motion, the Debtor is seeking authorization, pursuant to section 107(b) of the title 11  
9 of the United States Code (the “Bankruptcy Code”), Rule 9018 of the Federal Rules of Bankruptcy  
10 Procedure (the “Bankruptcy Rules”), and Civil Local Rule 79-5 (applicable to this proceeding  
11 pursuant to Bankruptcy Local Rule 1001-2(a)), to file under seal the list of the Minor Material  
12 Assets/Obligations. A copy of the Minor Material Assets/Obligations has been submitted separately  
13 to Chambers. The *Declaration of Halsey M. Minor in Support of the Motion To File Under Seal The*  
14 *Confidential List of Material Assets and Obligations of Halsey M. Minor* (the “Minor Declaration”)  
15 was filed contemporaneously herewith.

### 16 **The Motion Should Be Granted To Avoid The Harm** 17 **That Would Result If Minor Is Required To Disclose The** 18 **Confidential Information Contained In The List Of Minor Material Assets/Obligations**

19 On June 14, 2011 the Debtor filed its *Plan of Reorganization* [Docket No. 60] (the “Plan”)  
20 and the *Disclosure Statement in Support of the Plan of Reorganization* [Docket No. 61] (the  
21 “Disclosure Statement”). The Debtor intends to attach the list of Minor Material Assets/Obligations  
22 as an exhibit to the Disclosure Statement to show that Halsey M. Minor’s (“Mr. Minor”) has the  
23 financial wherewithal to fund the proposed payments under the Plan. However, the Debtor proposes  
24 to file such exhibit under seal because it contains confidential information of Mr. Minor’s financial  
25 portfolio. The public disclosure of such information would adversely affect his various business  
26 ventures and his ability to negotiate with current and potential counterparties.

27 The Debtor, however, proposes to make the list of the Minor Material Assets/Obligations  
28 available to the Debtor’s three primary secured creditors (The Colonial Williamsburg Foundation,

1 AVN, LLC, and Sotheby's) so long as such parties execute a standard confidentiality agreement in  
2 which they agree not to disclose such information to third parties that are not subject to a  
3 confidentiality agreement with the Debtor regarding the list Minor Material Assets/Obligations.  
4 Given the relatively small amount of general unsecured claims (approximately \$62,000), the Debtor  
5 does not anticipate that such creditors will have an interest in reviewing the list of Minor Material  
6 Assets/Obligations. Nevertheless, the Debtor will make the list available to any other party in  
7 interest so long as such party executes a confidentiality agreement. In addition, the Debtor will  
8 make the list of Minor Material Assets/Obligations available to the Office of the United States  
9 Trustee.

10 As set forth in greater detail in the Minor Declaration, Mr. Minor owns, operates, and invests  
11 in a variety of businesses and properties that include, but are not limited to, technology companies,  
12 real estate developments, artwork, and thoroughbred race horses. On a regular basis, Mr. Minor is  
13 engaged in negotiations regarding the sale of such assets or potential transactions to acquire such  
14 assets. Because Mr. Minor will be responsible for funding the Plan obligations of the Debtor, he  
15 recognizes the importance to disclose an overview of his assets and liabilities to show that he has the  
16 financial wherewithal to make such payments. In this regard, if Mr. Minor is required to file the list  
17 Minor Material Assets/Obligations, he would give his various current and potential counterparties  
18 confidential information about his financial portfolio that would unduly affect Mr. Minor's ability to  
19 negotiate pending and future transactions with counterparties.

20 This Motion is based on the facts set forth herein and the Minor Declaration and the law in  
21 the Memorandum of Points and Authorities, each filed contemporaneously herewith, and the  
22 Disclosure Statement and the record of this case.  
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1 For all of the foregoing reasons, the Debtor respectfully requests that the Court grant this  
2 Motion, and enter the proposed order granting the Motion annexed hereto as Exhibit A.

3 Dated: July 7, 2011

PACHULSKI STANG ZIEHL & JONES LLP

4  
5 By /s/ John W. Lucas

Richard M. Pachulski  
Debra I. Grassgreen  
John W. Lucas

7 Attorneys for Carter's Grove, LLC,  
8 Debtor and Debtor in Possession  
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**EXHIBIT A**

(Proposed Order)

1 Richard M. Pachulski (CA Bar No. 90073)  
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8 **UNITED STATES BANKRUPTCY COURT**  
9 **NORTHERN DISTRICT OF CALIFORNIA**  
10 **SAN FRANCISCO DIVISION**

11 In re:

12 **CARTER'S GROVE, LLC,**  
13  
14 Debtor.

Case No.: 11-30554 (TC)

Chapter 11

**ORDER AUTHORIZING DEBTOR TO  
FILE UNDER SEAL CONFIDENTIAL  
LIST OF MATERIAL ASSETS AND  
OBLIGATIONS OF HALSEY M.  
MINOR AS A PROPOSED  
EXHIBIT TO DEBTOR'S PROPOSED  
DISCLOSURE STATEMENT IN  
SUPPORT OF PLAN OF  
REORGANIZATION**

**Hearing Date**

Date: August 1, 2011

Time: 9:30 A.M.

Place: U.S. Bankruptcy Court  
235 Pine Street, 19<sup>th</sup> Floor  
San Francisco, California

Judge: Honorable Thomas E. Carlson

23  
24 Upon the *Motion To File Under Seal The Confidential List of Material Assets and*  
25 *Obligations of Halsey M. Minor* [Docket No. \_\_\_\_] (the "Motion") of Carter's Grove, LLC., the debtor  
26 and debtor-in-possession herein (the "Debtor"), for an order authorizing the Debtor to file under seal  
27 the list of material assets and obligations of Halsey M. Minor (the "Minor Material  
28 Assets/Obligations");

1           **IT IS HEREBY ORDERED THAT:**

2           1.       The Application is GRANTED as provided herein.

3           2.       The Debtor is authorized to file under seal the list of Minor Material  
4 Assets/Obligations as an exhibit to the proposed *Disclosure Statement in Support of the Plan of*  
5 *Reorganization* [Docket No. 61] (as may be amended from time to time, the “Disclosure  
6 Statement”).

7           3.       The Debtor shall provide a copy of the the list of Minor Material Assets/Obligations  
8 to the Office of the United States Trustee, who shall not disclose the information contained in the list  
9 of Minor Material Assets/Obligations to parties that are subject to non-disclosure agreements  
10 regarding the same subject matter.

11          4.       The Debtor shall provide the list of Minor Material Assets/Obligations to any party in  
12 interest in the Debtor’s case so long as such party executes a customary non-disclosure agreement  
13 and agrees not to disclose the confidential information contained in the list of Minor Material  
14 Assets/Obligations..

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16                                   **\*\*\* END OF ORDER \*\*\***  
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